



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
45 L STREET NE
WASHINGTON D.C. 20554

News media information 202-418-0500
Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)
TTY (202) 418-2555

Report No. TEL-02226NS

Friday October 21, 2022

Non Streamlined International Applications/Petitions Accepted For Filing

Section 214 Applications (47 CFR §§ 63.18, 63.24); Section 310(b) Petitions (47 CFR § 1.5000)

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing. These applications are not subject to the streamlined processing procedures set forth in section 63.12 of the Commission's rules. 47 CFR § 63.12. These applications shall not be deemed granted until the Commission affirmatively acts upon the application, either by public notice or by written order. Operation for which authorization is sought may not commence except in accordance with any terms or conditions imposed by the Commission. Pursuant to section 1.1910(b)(2) of the rules, action will be withheld on any application by any entity found to be delinquent in its debts to the Commission. Applicants should check the Red Light Display System's website at www.fcc.gov/redlight to determine if they are delinquent in a debt to the Commission and for information on how to pay the debt. 47 CFR § 1.1910(b)(2).

Unless otherwise specified, interested parties may file comments with respect to these applications within 28 days of the date of this public notice. We request that such comments refer to the application file number shown below. No application listed below shall be granted by the Commission earlier than the day after the date specified in this public notice for the filing of comments.

Unless otherwise specified, ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 CFR § 1.1206.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Petition for Declaratory Ruling

On July 5, 2022, FiberLight, LLC (FiberLight) and Fiber BidCo LLC (Fiber BidCo) (together, "Petitioners") filed a petition for a new declaratory ruling (Petition), pursuant to section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 310(b)(4), and section 1.5000(a)(1) of the Commission's rules, 47 CFR § 1.5000(a)(1), asking the Commission to find that it would serve the public interest to permit foreign ownership of the proposed controlling U.S. parent, Fiber BidCo, to exceed the 25% benchmarks in section 310(b)(4) of the Act. On August 4, 2022, Petitioners filed a supplement and on October 6, 2022, Petitioners filed a restated petition for a declaratory ruling (Restated Petition) pursuant to section 310(b)(4) of the Act. The Petitioners assert that the proposed ownership of Fiber BidCo would serve the public interest.

FiberLight is a limited liability company organized under the laws of Delaware and holds 24 common carrier wireless licenses. FiberLight Holdings II, LLC (FH II), a Colorado limited liability company, owns 99.7145% of FiberLight. The remaining 0.2855% of FiberLight is owned by Michael Miller, a U.S. citizen. FH II is wholly owned by FiberLight Holdings I, LLC (FH I), a Colorado limited liability company. Thermo Acquisitions Inc. (Thermo), a Delaware corporation, owns approximately 95% of FH I. The remaining 5% of FH I is held by FiberLight Chief Executive Officer, Christopher Rabii; Chief Strategy Officer, Ronald Kormos; and Chief Financial Officer, Jon Couch, all of whom are U.S. citizens.

Pursuant to an equity purchase agreement dated June 28, 2022 (the "Transaction"), the Petitioners intend to engage in a series of transactions that will result in Fiber BidCo acquiring indirect ownership and control of FiberLight. Fiber BidCo is a newly formed Delaware limited liability company created for purposes of the Transaction. Fiber BidCo is wholly owned by Fiber MidCo LLC, a Delaware limited liability company, which in turn is wholly owned by Fiber TopCo LLC (TopCo), a Delaware limited liability company. TopCo is wholly owned by Fiber HoldCo L.P. (Fiber LP), a Delaware limited partnership. Fiber LP is controlled by its general partner Fiber GP LLC (Fiber GP), a Delaware limited liability company.

Upon completion of the Transaction, Fiber GP, in turn, will be owned by: (1) Fiber MCO L.P. (MCO LP) (49.5% equity, 50% voting), a Delaware limited partnership owned by The Morrison & Co Infrastructure Partnership Master Fund SCSp (MCO IP), a Luxembourg special limited partnership, registered with the Luxembourg Trade and Companies Register; (2) Australian Retirement Trust Pty Ltd (ART Trustee) (Australia) as trustee for Sunsuper Pooled Superannuation Trust (36.12% equity, 100% voting); and (3) Golden VinzClortho, LLC (Delaware) (GVC) (24.5% equity, 100% voting). Through MCO LP, MCO IP currently holds 50% of the equity interest and 50% of the voting interests of Fiber GP, while the Australian Retirement Trust (ART) and GVC each hold 25% of the equity and 5% voting interests. The board of Fiber GP will be comprised of up to eight directors chosen by MCO IP, ART, and GVC as determined by their respective equity interests (i.e., 4 chosen by MCO IP, 2 chosen by ART, and 2 chosen by GVC).

According to the Restated Petition, upon completion of the Transaction, Fiber BidCo would have an aggregate indirect foreign equity and voting interest of approximately 100%. The Restated Petition requests approval of up to an aggregate 100% indirect foreign ownership of Fiber BidCo. Pursuant to section 1.5001(i) of the Commission's rules, the Petitioners request that the Commission specifically approve the direct and/or indirect foreign equity and/or voting interests that would be held in Fiber BidCo, the controlling U.S. parent of FiberLight, upon completion of the Transaction as follows:

Sunsuper Pooled Superannuation Trust (24.5% equity, 100% voting) (Australia);
 The Morrison & Co Infrastructure Partnership Master Fund SCSp (49.5% equity, 100% voting) (Luxemburg); The Australian Retirement Trust (36.12% equity, 100% voting) (Australia);
 Australian Retirement Trust Pty Ltd (36.12% equity, 100% voting) (Australia);
 Morrison & Co Infrastructure Partnership GP S.à r.l. (0% equity, 100% voting) (Luxemburg); Morrison & Co IP Limited (0% equity, 100% voting) (New Zealand);
 H.R.L. Morrison & Co United States Holdings Limited (0% equity, 44.27% voting) (New Zealand);
 H.R.L. Morrison & Co Group Limited Partnership (0% equity, 100% voting) (New Zealand);
 H.R.L. Morrison & Co Group GP Limited (0% equity, 100% voting) (New Zealand); Morrison Nominees Limited (0% equity, 100% voting) (New Zealand);
 ICM FM Limited (0% equity, 25.21% voting) (Bermuda); ICM Limited (0% equity, 25.21% voting) (Bermuda); The ICM Trust (0% equity, 25.21% voting) (Bermuda);
 Somers Isles Private Trust Company Limited (0% equity, 25.21% voting) (Bermuda); Lloyd Morrison Trust (0% equity, 40.26% voting) (New Zealand);
 The Morrison & Co Infrastructure Partnership Australia Feeder Fund (44.27% equity, 44.27% voting) (Australia); State Street Australia Limited, as custodian for Australian Retirement Trust (36.12% equity, 100% voting) (Australia); Hostplus Pty Ltd, as trustee of the Hostplus Pooled Superannuation Trust (9.95% equity, 9.95% voting) (Australia); Government Employees Superannuation Board (9.95% equity, 9.95% voting) (Australia);
 Morrison & Co Infrastructure Partnership Australia Feeder Fund Pty Ltd (0% equity, 44.27% voting) (Australia); Morrison & Co Infrastructure Partnership Management Pty Ltd (0% equity, 44.27% voting) (Australia);
 H.R.L. Morrison & Co Australia Holdings Limited (0% equity, 44.27% voting) (New Zealand); Alter Domus Management Company S.A. (0% equity, 100 % voting) (Luxemburg);
 Andrew James Steward (0% equity, 40.26% voting) (New Zealand);
 Robert William Bentley Morrison (0% equity, up to 100% voting) (New Zealand); Anthony James William Howard (0% equity, up to 40.26% voting) (New Zealand); Paul Newfield (0% equity, up to 100% voting) (New Zealand);
 Duncan Saville (0% equity, 25.21% voting) (United Kingdom);
 Clearpool Capital Holdings Limited (0% equity, 5.71% voting) (British Virgin Islands); and Yi Tong ("Anthony") Muh (0% equity, 5.71% voting) (New Zealand).

Pursuant to section 1.5001(k) of the Commission's rules, the Petitioners request advance approval for controlling non-U.S. entities that directly or indirectly own FiberLight to increase their interests in FiberLight up to and including a controlling 100% equity and voting interest. 47 CFR § 1.5001(k). The Petitioners also request, pursuant to section 1.5001(k) of the rules, advance approval for the remaining non-controlling entities and individuals to increase their indirect equity and/or voting interests in FiberLight up to a non-controlling 49.99%. Uninsulated individuals and entities that hold minority equity and voting interests in FiberLight with a deemed 100% voting interest in FiberLight in accordance with section 1.5002(b)(iii)(A) of the Commission's rules will continue to be deemed to hold a 100% voting interest in Fiber BidCo. 47 CFR 1.5002(b)(iii)(A).

Petitioners assert that the public interest would be served by granting the Petition.

Pursuant to Commission practice, this Petition and the associated domestic and international applications for transfer of control of section 214 authority (WC Docket No. 22-256; ITC-T/C-20220705-00080) are being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the foreign ownership of the Applicants.

Interested parties may file comments on or before November 4, 2022, and reply comments on or before November 11, 2022.

ITC-T/C-20220705-00080

E

FiberLight LLC

Transfer of Control

Current Licensee: FiberLight LLC

FROM: Thermo Acquisitions, Inc.

TO: Fiber BidCo LLC

FiberLight LLC (FiberLight), a Delaware limited liability company that holds international section 214 authorization (ITC-214-20051011-00437), has filed an application to transfer control of FiberLight from Thermo Acquisitions, Inc. (Thermo) to Fiber BidCo LLC (Fiber BidCo). Applicants filed supplements to the application on August 4, 2022 and October 6, 2022.

FiberLight Holdings II, LLC (FH II) owns 99.7145% of FiberLight. FH II is wholly owned by FiberLight Holdings I, LLC (FH I) and Thermo owns approximately 95% of FH I.

Pursuant to an equity purchase agreement dated June 28, 2022 (the "Transaction"), the Applicants intend to engage in a series of transactions that will result in Fiber BidCo acquiring indirect ownership and control of FiberLight. Fiber BidCo is a newly formed Delaware limited liability company created for purposes of the Transaction. Fiber BidCo is wholly owned by Fiber MidCo LLC, a Delaware limited liability company, which in turn is wholly-owned by Fiber TopCo LLC (TopCo), a Delaware limited liability company. TopCo is wholly owned by Fiber HoldCo L.P. (Fiber LP), a Delaware limited partnership. Fiber LP is controlled by its general partner Fiber GP LLC (Fiber GP), a Delaware limited liability company.

Upon completion of the Transaction, Fiber GP, in turn, will be owned by: (1) Fiber MCO L.P. (MCO LP) (49.5% equity, 50% voting), a Delaware limited partnership owned by The Morrison & Co Infrastructure Partnership Master Fund SCSp (MCO IP), a Luxembourg special limited partnership registered with the Luxembourg Trade and Companies Register; (2) Australian Retirement Trust Pty Ltd (ART Trustee) as trustee for Sunsuper Pooled Superannuation Trust (36.12% equity, 100% voting); and (3) Golden VinzClortho, LLC (GVC) (24.5% equity, 100% voting). Through MCO LP, MCO IP currently holds 50% of the equity interest and 50% of the voting interests of Fiber GP, while the Australian Retirement Trust (ART) and GVC each hold 25% of the equity and 5% voting interests. The board of Fiber GP will be comprised of up to eight directors chosen by MCO IP, ART, and GVC as determined by their respective equity interests (i.e., 4 chosen by MCO IP, 2 chosen by ART, and 2 chosen by GVC).

Pursuant to Commission practice, this application for transfer of control of international section 214 authority, the associated domestic transfer application (WC Docket No. 22-256) and section 310(b) petition for declaratory ruling (ISP-PDR-20220705-00005), are being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy or trade policy concerns related to the foreign ownership of the Applicants.

Interested parties may file comments on or before November 4, 2022, and reply comments on or before November 11, 2022.

REMINDER:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 CFR §§ 1.2001-2003.